Lake of the Woods Association, Inc.  
Resolution 2017-4  
A Policy Resolution  
Amending the LOWA Bylaws Article IV., and VII., Regarding Electronic Notice and Voting

WHEREAS, Article XVI., of the Bylaws gives the Board of Directors the authority to amend and adopt association Bylaws; and

WHEREAS, there is a need for regular review of LOWA Bylaws for completeness and clarity; and

WHEREAS, there is a need for clear, concise and consistent Bylaws on the matter of notices of meetings and voting provisions.

THEREFORE, RESOLVED, the Board of Directors hereby adopts the following amendment to Articles IV., and VII.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the Members of the Association shall be held at ten o’clock in the morning on Labor Day (the first Monday in September) of each year at a place specified by the Board and stated in the notice of that meeting. Failure to hold the annual meeting at the designated time shall not be considered a waiver of the Association’s rights to conduct business nor be considered forfeiture of the charter or dissolution of the Association.

Section 2. Special Meetings. A Special Meeting of the Members of the Association may be called at any time by the President, or the Board of Directors, or upon written request of eight hundred (800) of all the Voting Members of the Association who are eligible to vote. A Special Meeting shall also be called to close referendum voting on amendments of the Articles of Incorporation and Declarations.

Section 3. Notice of Meetings. Written notice stating date, time, and place of each Annual and Special Members’ Meeting shall be given by the Secretary of the Association or the person who
is designated by the President of the Board to call the meeting, by mailing a copy of such notice not more than fifty (50) nor less than fourteen (14) days before such meeting to each Member entitled to vote, mailed to the Members’ address last appearing on the books of the Association or supplied by such Members to the Association for the purpose of notice. Notice of a Special Meeting shall state the purpose or purposes for which the meeting is called and shall be mailed, as stated above, not more than fifty (50) nor less than seven (7) days before the date of such meeting.

Members who consent to receiving notices of meetings of the Association and any other communication from the Association by electronic transmission in lieu of mailed or hand-delivered notices shall receive such electronic notice of annual and special meetings of Members and any other communication from the Association upon providing their consent in writing. The consent submitted to the Association shall include the following:

a. A verified email address or fax number at which the Member shall receive notices; and
b. A dated signature of the Member; and
c. A statement that the Member agrees to accept the communication and notices by electronic transmission and that said transmission shall substitute fully for mailed or hand-delivered notices.

A Member may revoke his or her consent to electronic notice and any other electronic communication from the Association if the Member provides written notice of revocation to the Association. It is solely the responsibility of the Member who has given consent to receive electronic notices and electronic communication to ensure that the Association is furnished with any changes to the email address or fax number to which notices are delivered. Unless and until the Member furnishes a revocation or amendment regarding said address or number, the Association shall be deemed to have
complied with its notice requirement by delivering electronic notice of the last known address or number on file with the Association.

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Section 6. Methods of Voting. At any meeting at which a vote of the membership is to be taken, the members in good standing may vote by being present in person or by proxy. Only voting for Elections of Directors pursuant to Article VI of these Bylaws, and voting to amend the Declaration of Restrictions pursuant to Paragraph 2 thereof, shall be by secret ballot or secret proxy ballot, which shall be kept from view of others, subject to the right, obligation and/or authority of LOWA Officers, Directors, Elections Committee members, employees, agents or other authorized personnel to inspect, validate, and/or count the same in accordance with these Bylaws, the Rules, Regulations, Policies, Charters and Resolutions of LOWA, and/or Virginia law. Cumulative voting is not permitted. The Board of Directors is hereby authorized to adopt rules and procedures to permit submission of proxy ballots (including such procedures for compliance with the requirements for proxy ballots, below) by electronic transmission. Such rules and procedures shall provide that proxy ballots may be submitted by electronic transmission, provided that any such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member.

Proxy Ballots.

a. To be valid, all proxy ballots shall (1) designate and appoint another Association member or the Secretary of the Association or other officer as the Proxy Holder to cast votes as directed in the proxy ballot; (2) be in writing and signed and dated by the member entitled to cast the vote; and (3) be received by the Association Secretary prior to the announcement of the closure of the meeting by the presiding officer at the meeting at which the vote is taken. All designated proxy holders must attend the meeting in person for the proxy ballot they are holding to be valid.
b. Proxy ballots shall be used for establishing quorum for meetings of the Association membership.

c. In the event of multiple proxies received for one lot, the proxy with the latest date shall be considered the only valid proxy.

d. All proxies shall be revocable up until the voting is closed by the President (or other presiding officer) at the meeting at which the voting takes place. Revocation must be in writing, signed by the member, stating that the proxy is revoked, and received by the President (or presiding officer) prior to the announcement of the closure of the meeting by the presiding officer at the meeting at which the vote is taken.

e. Any proxy shall terminate automatically upon the conveyance by a Member of the property to which the vote pertains.

f. All proxies not otherwise terminated or revoked shall expire eleven (11) months after the adjournment of the meeting to which the proxies pertain.

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ARTICLE VII

MEETINGS OF THE BOARD

Section 1. Regular Meetings. Meetings of the Board of Directors may be scheduled at regular intervals or called at any time by the President or by a majority of the Board of Directors. The President or Vice President shall preside over the meetings. In the event that both offices are vacant, then the remaining Directors shall appoint a member of the Board to preside over the meeting.

Section 2. Executive Sessions. The Board may convene in executive session for a period during any meeting to consider those matters authorized for executive session in the VPOAA. No vote
taken in executive session shall become effective unless the Board, following the executive session, reconvenes in open meeting and affirms such vote.

Section 3. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors.

Section 4. Annual Meeting. The New Board shall, and shall have authority to, hold an Annual Meeting of the Board of Directors within seven (7) days after the Annual Membership Meeting for the purpose of seat the new Directors, acknowledging the efforts of the departing Directors, organizing, electing new Officers and considering any other business that properly may come before the Board.

Section 5. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. All seven (7) members of the Board may cast their vote on matters that require a vote. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 6. Notice of Meetings. Notice of the place, date and time of each regular meeting shall be posted where it is reasonably calculated to be available to a majority of the Members, at the same time that it is provided to the Directors. For purposes of this section, notice shall be given to each Director at least three (3) days in advance of such meeting unless all Directors sign a waiver of such notice. In the event of an emergency, as determined by the Board, Notice of a Board Meeting shall be given at a time and in a manner that is reasonable, if possible, under the circumstances. Directors may also receive notice of regular or special meetings of the Board by electronic transmission upon providing their consent in writing to receive such notice.
Effective: Immediately

LAKE OF THE WOODS ASSOCIATION, INC.

By: Larry Morgan, President

ATTEST:

I, as Secretary for Lake of the Woods Association, Inc., hereby attest that the foregoing Policy Resolution 2017-4 was adopted by the Board of Directors at a duly-held and noticed Board of Directors meeting held on the 4th day of February, 2017.

Jennifer Zukowski, Secretary